

BANK OF AMERICA CORP /DE/
Form FWP
April 18, 2019

Filed Pursuant to Rule 433

Registration No. 333-224523

BANK OF AMERICA CORPORATION

MEDIUM-TERM NOTES, SERIES N

C\$1,000,000,000

2.932% FIXED/FLOATING RATE SENIOR NOTES, DUE APRIL 2025

FINAL TERM SHEET

Dated April 17, 2019

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|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer: | Bank of America Corporation (the Issuer) |
| Ratings of this Series: | A2 (Moody s)/A- (S&P)/A+ (Fitch) |
| Title of the Series: | 2.932% Fixed/Floating Rate Senior Notes, due April 2025 (the Notes) |
| Aggregate Principal Amount Initially Being Issued: | C\$1,000,000,000 |
| Issue Price: | 100% |
| Selling Agents Commission: | 0.35% |
| Net Proceeds to Issuer: | C\$996,500,000 |
| Trade Date: | April 17, 2019 |
| Settlement Date: | April 25, 2019 (T+5) |
| Maturity Date: | April 25, 2025 |
| Ranking: | Senior |
| Form and Denominations: | Book-entry only through participants in CDS (global certificate). Minimum denominations of C\$2,000 with integral multiples of C\$1,000 thereafter. |
| Fixed Rate Coupon: | 2.932% payable semi-annually in arrears from, and including, the Settlement Date to, but excluding, April 25, 2024 (the Fixed Rate Period). |
| Floating Rate Coupon: | |

Base Rate plus 89.8 basis points, payable quarterly in arrears from, and including, April 25, 2024 to, but excluding, the Maturity Date (the Floating Rate Period).

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| Base Rate: | Three-month CDOR (Reuters Screen CDOR Page) |
| Interest Payment Dates and Interest Reset Dates during the Floating Rate Period: | During the Fixed Rate Period, April 25 and October 25 of each year, beginning October 25, 2019 and ending April 25, 2024, subject to the following unadjusted business day convention. During the Floating Rate Period, each of July 25, 2024, October 25, 2024, January 25, 2025 and April 25, 2025, subject to adjustment in accordance with the modified following business day convention (adjusted). Each Interest Payment Date during the Floating Rate Period also will be an Interest Reset Date. |
| Day Count Fraction: | Fixed Rate Period: 30/360 when calculating interest for a full semi-annual interest period, and Actual/365 (Fixed), which is the actual number of days in the relevant period divided by 365, when calculating interest for any period that is shorter than a full semi-annual interest period (also known as Actual/Actual (Canadian Compound Method)). |
| | Floating Rate Period: Actual/365 (Fixed), which is the actual number of days in the relevant period divided by 365. |
| Business Days: | New York, Charlotte, Toronto. |
| GOC Benchmark Curve: | CAN 2.25% 1MAR24 and CAN 2.50% 1JUN24 |
| Spread to GOC Benchmark: | +128bps (inclusive of a +1bps curve adjustment and +0bps delay adjustment) vs. the CAN 2.25% 1MAR24 |
| Benchmark Yield: | 1.652% |
| GOC Benchmark Price: | 102.78 |
| Reoffer Yield to April 25, 2024: | 2.932% |
| Sales Restrictions: | Available for sale in Canada to accredited investors. Available for sale in the U.S. as the Notes will be registered with the SEC. Resales in Canada will be subject to resale restrictions. |
| Joint Bookrunners: | Merrill Lynch Canada Inc. BMO Nesbitt Burns Inc. CIBC World Markets Inc. RBC Dominion Securities Inc. Scotia Capital Inc. TD Securities Inc. |
| Listing: | None |
| Paying Agent: | BNY Trust Company of Canada |

Clearing and Settlement:

CDS

CUSIP:

060505FM1

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| ISIN: | CA060505FM13 |
| Payment of Additional Amounts: | Applicable |
| Redemption for Tax Reasons: | Applicable |
| Optional Redemption: | The Issuer may redeem the Notes at its option, (a) in whole, but not in part, on April 25, 2024, or (b) in whole at any time or in part from time to time, on or after March 25, 2025 and prior to Maturity Date, in each case upon at least 30 calendar days , but not more than 60 calendar days , prior written notice to holders of the Notes, at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest, if any, thereon to but excluding, the redemption date. |

In addition, the Issuer may redeem the Notes, at its option, in whole at any time or in part from time to time, on or after October 25, 2019 (or, if additional Notes are issued after April 25, 2019, beginning six months after the issue date of such additional Notes) and prior to April 25, 2024, upon at least 30 calendar days , but not more than 60 calendar days , prior written notice to the holders of the Notes being redeemed as described in the prospectus, at a make-whole redemption price equal to the greater of:

(i) 100% of the principal amount of the Notes to be redeemed; or

(ii) as determined by the quotation agent described below, the sum of the present values of the scheduled payments of principal and interest on the Notes being redeemed, that would have been payable from the applicable redemption date to April 25, 2024 (not including interest accrued to, but excluding, the applicable redemption date), discounted to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the GOC Bond Yield plus 31.5 basis points,

plus, in either case of (i) or (ii) above, accrued and unpaid interest on the principal amount of the Notes being redeemed to, but excluding, the applicable redemption date.

Notwithstanding the foregoing, any interest on the Notes being redeemed that is due and payable on an Interest Payment Date falling on

or prior to a redemption date for such Notes will be payable on such Interest Payment Date to holders of such Notes being redeemed as of the close of business on the relevant record date according to the terms of such Notes and the Senior Indenture.

GOC Bond Yield on any date of determination means the arithmetic average of the interest rates quoted to the quotation agent by two major Canadian registered investment dealers (that are not the quotation agent) selected by the Issuer as being the annual yield to maturity on such date, assuming semi-annual compounding, which a non-callable Government of Canada bond would carry, if issued in Canadian dollars in Canada, at 100% of its principal amount on the applicable redemption date with a maturity date of April 25, 2024.

Quotation agent means Merrill Lynch Canada Inc., or its successor, or, if that firm is unwilling or unable to determine the GOC Bond Yield, a substitute Canadian investment bank, dealer or other financial institution appointed by the Issuer.

The GOC Bond Yield will be determined by the quotation agent as set forth above on the third business day immediately preceding the applicable redemption date.

Because Merrill Lynch Canada Inc. is an affiliate of the Issuer, the economic interests of Merrill Lynch Canada Inc. may be adverse to your interests as a holder of the Notes subject to the Issuer's redemption, including with respect to certain determinations and judgments it must make as quotation agent in the event that the Issuer redeems the Notes before their maturity pursuant to the make-whole optional redemption described above.

Calculation Agent (Floating Rate Period): Merrill Lynch Canada Inc.
Bank of America Corporation (the Issuer) has filed a registration statement (including a prospectus supplement, and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the lead manager will arrange to send you the prospectus supplement, and the prospectus if you request them by contacting Merrill Lynch Canada Inc. toll free at 1-800-294-1322. You may also request copies by e-mail from fixedincomeir@bankofamerica.com or dg.prospectus_requests@baml.com.